



January 7, 2016

New Mexico Oil Conservation Division
Attn: Mike Bratcher
220 S. St. Francis Drive
Santa Fe, New Mexico 87505

Re: Meri Evaporation Pit, Eddy County, New Mexico

Dear Mr. Bratcher:

Reference is made to that certain delineation summary and remediation scope of work for the Meri Evaporation Pit, Eddy County, New Mexico submitted to you by Shane Estep, Etech Environmental & Safety Solutions, Inc., on November 30, 2015. This letter is to inform you that Memorial Production Operating LLC ("Operating"), pursuant to a purchase and sale agreement with Vintage Drilling LLC ("Vintage"), dated January 7, 2016 (the "Letter Agreement"), has sold all of Operating's interests in certain oil and gas properties in Eddy County, New Mexico, including its interest in the Meri Evaporation Pit, to Vintage. Enclosed is a copy of the executed Assignment, Bill of Sale and Conveyance, dated effective on November 1, 2015, by Operating to Vintage, which was executed pursuant to the Letter Agreement and will be filed in the appropriate government records by Vintage. Pursuant to the Letter Agreement, Vintage has agreed, among other things, to assume, fulfill, perform, pay and discharge all obligations and liabilities in connection with the Meri Evaporation Pit, including, without limitation, any corrective action plan approved by the New Mexico Oil Conservation Division (NMOCD) and any other requirements of the NMOCD related thereto.

The contact information for Vintage is:

Vintage Drilling LLC
P.O. Box 248
Artesia, New Mexico 88211
Attention: Clyde E. "Sonny" Hope
Phone: (575) 365-6510
Facsimile: (575) 746-2692
E-Mail: sonny@pvtn.net

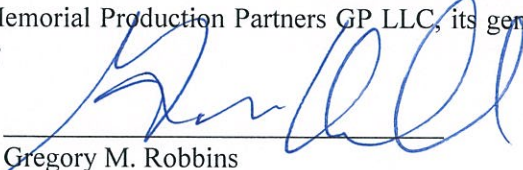
Mr. Bratcher
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Thank you for your cooperation in this matter.

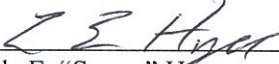
Very truly yours,

Memorial Production Operating LLC

By: Memorial Production Partners LP, its sole member
By: Memorial Production Partners GP LLC, its general
partner

By: 
Name: Gregory M. Robbins
Title: Senior Vice President, Corporate Development

Vintage Drilling LLC

By: 
Name: Clyde E. "Sonny" Hope
Title: Manager

Enclosure

cc: Shane Estep, Etech Environmental & Safety Solutions, Inc.
Fred Holmes, Etech Environmental & Safety Solutions, Inc.
Toby Nivens, Memorial Resource Development Corp.